0100735044

RAILCAR, Ltd.

Suite 315 1819 Peachtree Road, N.E. Atlanta, Georgia 30309-1847

(404) 352-6799 Fax (404) 352-6798 19567

AUG 1 1 1995 1 19 PM

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Ltd. Ltd.

Interstate Commerce Commission 12th and Constitution Ave., N.W. Washington, D.C. 20423

Attn:

Mr. Vernon A. Williams

Room 2311

Re:

Lease Agreement by and between Railcar, Ltd.

and Canadian National Railway Company

Dear Mr. Williams:

Enclosed herewith are two (2) originally executed and notarized copies of a Summary Lease Agreement by and between Railcar, Ltd., a Georgia corporation, as Lessor, and Canadian National Railway Company, a Canadian corporation, as Lessee. The lease is for one hundred, sixty-two (162), 70-ton 50 ft. double sliding door boxcars bearing the reporting marks and car numbers CNA 557801 -557962 inclusive.

The address of the parties are as follows:

Railcar, Ltd. (Lessor) 1819 Peachtree Road, N.E., Suite 315 Atlanta, Georgia 30309

Canadian National Railway Company (Lessee) 935 de La Gauchetiere Street West Montreal, Quebec, CANADA H3B 2M9

I would appreciate your recording the enclosed Summary Lease Agreement and returning one (1) copy to me. A check for the filing fee in the amount of \$21.00 is enclosed.

Sincerely,

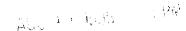
B. Thomas Lockett Controller

Railcar, Ltd.

Enclosures: (2) Original Copies Of Summary Lease Agreements

Check

MEMORANDUM OF LEASE AGREEMENT



1. This Lease Agreement is made and entered into as of April 1, 1995, by and between RAILCAR, LTD., a Georgia corporation and CANADIAN NATIONAL RAILWAY COMPANY, a Canadian corporation.

2. Railcar, Ltd. agrees to lease to Canadian National Railway Company and Canadian National Railway Company agrees to lease from Railcar Ltd., the following:

One hundred, sixty-two (162) 70-ton, 50 ft. double sliding door boxcars, having AAR Mechanical Designation A403 and bearing the reporting marks and car numbers CNA 557801 - 557962, inclusive.

3. The address of the parties are as follows:

Railcar, Ltd. (Lessor) 1819 Peachtree Road, N.E., Suite 315 Atlanta, Georgia 30309-1847

Canadian National Railway Company (Lessee) 935 de La Gauchetiere Street West Montreal, Quebec, CANADA H3B 2M9

- 4. The term of this Lease Agreement is seven and one half (7 1/2) years.
- 5. The terms and provisions of this Lease Agreement, are more particularly set forth in a Lease Agreement of even date by and between Canadian National Railway Company and Railcar, Ltd.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Agreement to be executed as of the day and year first above written.

Railcar, Ltd. (LESSOR)

Wilds L. Pierce, President

[CORPORATE SEAL]

APPROVED AS TO FORM

ASST/GENERAL
SOLICION

Canadian National Railway Company (LESSEE)

Ву:

Title:

Senior Vice-Preside:

- Operations

[COPPORATE SEAL!

Tite: Associate General Solicitor

STATE OF GEORGIA)) ss COUNTY OF FULTON)	
Railcar, Ltd., and that the seal affixed to the forego that said instrument was signed and sealed on be Directors, and they acknowledged that the executio of said corporation.	, 1995, before me personally appeared the symmetry of the corporate seal of said corporation, that he is President of the corporate seal of said corporation, and the foregoing instrument was the free act and deed to the corporation of the foregoing instrument was the free act and deed to the corporation.
	Jay I. Warden
	Notary Public, Coweta County, Georgia My Commission Expires March 30 1999
PROVINCE OF QUEBEC)) ss DISTRICT OF MONTREAL)	
is Associate General Solicitor of the affixed to the foregoing instrument is the corporate	, 1995, before me personally appeared hally known, who being by me duly sworn says that he Canadian National Railway Company, that the seal seal of said corporation, that said instrument was signed by of its Board of Directors, and they acknowledged that free act and deed of said corporation.
Ç C	
	Commissioner for Oaths

BRENDA STACEY
COMMISSIONER FOR GATHS
COMMISSAIRE A LASSERMENTATION
TOUS LES DISTRICTS JUDICIAIREE DU DUÉBÉE
EXPIRES MAY 8, 1998 NO. 103 400